

RECORDATION NO. 23790-D FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

DEC 27 '01 4-00 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 27, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Loan and Security Agreement (2001-9), dated as of December 27, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement (2001-9) which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Borrower: MARTA Rail Statutory Trust 2001-9
c/o Wilmington Trust Company, Trustee
1100 North Market Street
Wilmington, Delaware 19801

Lender: AIG-FP Funding (Cayman) Limited
100 Nyala Farms
Westport, CT 06880

A description of the railroad equipment covered by the enclosed document is:

Eight (8) Hitachi-built railcars with Metropolitan Atlanta Rapid Transit Authority road marks 267 – 274 inclusive..

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Mr. Vernon A. Williams
December 27, 2001
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A short summary of the document to appear in the index is:

Memorandum of Loan and Security Agreement (2001-9).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bjg
Enclosures

MEMORANDUM OF LOAN AND SECURITY AGREEMENT
(2001-9)

This MEMORANDUM OF LOAN AND SECURITY AGREEMENT is made and entered into as of December 27, 2001, by and between WILMINGTON TRUST COMPANY not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2001-9 (hereinafter referred to as "Borrower") and AIG-FP FUNDING (CAYMAN) LIMITED (hereinafter referred to as "Lender") respecting that certain Loan and Security Agreement (2001-9) dated December 27, 2001, between Borrower and Lender (the "Loan and Security Agreement").

Pursuant to the provisions of the Loan and Security Agreement, Borrower and Lender hereby affirm and acknowledge that:

1. Lender has agreed to loan to the Borrower and the Borrower has agreed to borrow from the Lender and grant the Lender a first priority security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, effective as of the date hereof and subject to the terms defined in the Loan and Security Agreement.

2. Borrower and Lender further acknowledge and affirm that this Memorandum of Loan and Security Agreement is not a summary of the Loan and Security Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Borrower and Lender hereby agree that in the event of a conflict between this Memorandum of Loan and Security Agreement and the provisions of the Loan and Security Agreement, the provisions of the Loan and Security Agreement shall control.

3. This Memorandum of Loan and Security Agreement is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant 49 U.S.C. Section 11301(a).

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Loan and Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

BORROWER:

LENDER:

MARTA RAIL STATUTORY TRUST
2001-9

AIG-FP FUNDING (CAYMAN)
LIMITED

By: Wilmington Trust Company,
not in its individual capacity, but
solely as Trustee

By: W.T. Morris II

By: _____

Name: W. Thomas Morris, II

Name: _____

Title: Financial Services Officer

Title: _____

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this 8th of December, 2001, before me personally appeared
W. Thomas Mims, II, to me personally known, who being
duly sworn, stated that he/she is Financial Services Officer of WILMINGTON
TRUST COMPANY, that said instrument was signed on behalf of said corporation, not
in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust
2001-9 by authority of its board of directors, and he/she acknowledged that the execution
of the foregoing instrument was the free act and deed of said corporation.

Christine L. Migliocco
Notary Public **CHRISTINE L. MIGLIOCCO**
NOTARY PUBLIC
My Commission Expires Jan. 13, 2004

STATE OF _____)
) SS:
COUNTY OF _____)

On this _____ of December, 2001, before me personally appeared
_____, to me personally known, who being
duly sworn, stated that he/she is _____ of AIG-FP FUNDING
(CAYMAN) LIMITED that said instrument was signed on behalf of said corporation by
authority of its board of directors, and he/she acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Loan and Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

BORROWER:

**MARTA RAIL STATUTORY TRUST
2001-9**

By: Wilmington Trust Company,
not in its individual capacity, but
solely as Trustee

By: _____

Name: _____

Title: _____

LENDER:

**AIG-FP FUNDING (CAYMAN)
LIMITED**

By:  _____

Name: **JOANN PALAZZO**

Title: **AUTHORIZED SIGNATORY**

STATE OF DELAWARE)
) SS:
 COUNTY OF NEW CASTLE)

On this _____ of December, 2001, before me personally appeared _____, to me personally known, who being duly sworn, stated that he/she is _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation, not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2001-9 by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires

STATE OF Connecticut)
) SS: Westport
 COUNTY OF Fairfield)

On this 20th of December, 2001, before me personally appeared Joann Palazzo, to me personally known, who being duly sworn, stated that he/she is Authorized Signatory of AIG-FP FUNDING (CAYMAN) LIMITED that said instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


 Notary Public

My Commission Expires

HEATHER R. CHAPPA
 NOTARY PUBLIC
 MY COMMISSION EXPIRES AUG. 31, 2002

EXHIBIT A

UNITS

RAILCAR NUMBERS

MANUFACTURER

REPORTING MARK

267
268
269
270
271
272
273
274

Hitachi

Marta

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/27/01



Robert W. Alvord